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UNIFIED WESTERN GROCERS, INC.;  
CERTIFIED GROCERS OF CALIFORNIA, LTD.; and  
GROCERS SPECIALTY COMPANY

IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF HAWAII

|                                    |                              |
|------------------------------------|------------------------------|
| UNIFIED WESTERN GROCERS, INC., )   | CIVIL NO. CV03-00336 HG BMK  |
| et. al, )                          | (Declaratory Judgment)       |
| )                                  |                              |
| Plaintiffs, )                      | PLAINTIFFS UNIFIED WESTERN   |
| )                                  | GROCERS, INC., CERTIFIED     |
| vs. )                              | GROCERS OF CALIFORNIA, LTD., |
| )                                  | AND GROCERS SPECIALTY        |
| TWIN CITY FIRE INSURANCE )         | COMPANY'S MOTION FOR         |
| COMPANY, an Indiana Corporation, ) | LEAVE TO FILE FIRST          |
| )                                  | AMENDED COMPLAINT;           |
| Defendant. )                       | MEMORANDUM IN SUPPORT OF     |
| )                                  | MOTION; DECLARATION OF       |
| )                                  | CHRISTOPHER J. COLE;         |
| )                                  | EXHIBITS "A" - "H";          |
| )                                  | CERTIFICATE OF SERVICE       |

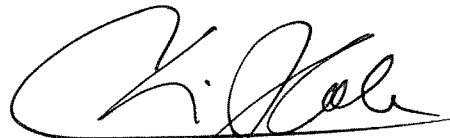
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PLAINTIFFS UNIFIED WESTERN GROCERS, INC.,  
CERTIFIED GROCERS OF CALIFORNIA, LTD., AND  
GROCERS SPECIALTY COMPANY'S MOTION FOR  
LEAVE TO FILE FIRST AMENDED COMPLAINT

Plaintiffs Unified Western Grocers, Inc., Certified Grocers of California, Ltd. and Grocers Specialty Company by and through their attorneys file this motion pursuant to Rule 15 of the Federal Rules of Civil Procedure for leave to amend their pleadings and file a First Amended Complaint. A redlined version of the proposed First Amended Complaint is submitted herewith as Exhibit "A".

This motion is supported by the attached memorandum of law, declaration of counsel, exhibits, and the records and files of this case.

DATED: Honolulu, Hawaii, APR - 5 2007.



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